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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE VEECO INSTRUMENTS INC.
SECURITIES LITIGATION

No. 7:05-MD-01695-CM-GAY

THIS DOCUMENT RELATES TO:

EDWARD J. HUNEKE, derivatively on behalf
of VEECO INSTRUMENTS, INC.,

No. 7:05-CV-10224-CM

Plaintiff,

v.

EDWARD H. BRAUN, et al.,

Defendants.

AUGUST SCHUPP, III, derivatively on behalf
of VEECO INSTRUMENTS, INC.,

No. 7:05-CV-10225-CM

Plaintiff,

v.

EDWARD H. BRAUN, et al.,

Defendants.

DAVID ALTMAN, derivatively on behalf
of VEECO INSTRUMENTS, INC.,

No. 7:05-CV-10226-CM

Plaintiff,

v.

EDWARD H. BRAUN, et al.,

Defendants.

[PROPOSED] ORDER

1. WHEREAS, pursuant to Stipulation and Agreement of Settlement, dated
December 19, 2007, entered into by the parties and filed with the Court, Veeco Instruments Inc.

("Veeco") agreed to adopt revised Corporate Governance Guidelines in connection with the settlement of this action;

2. WHEREAS, by Order dated January 24, 2008, the Court preliminarily approved the Notice to shareholders of Veeco Instruments Inc. and the Corporate Governance Guidelines proposed by the parties in connection with the settlement of this action;

3. WHEREAS, by letter dated January 28, 2008, Defendants informed the Court that Defendants wanted to make a few minor changes to the Notice to Veeco's shareholders of Veeco Instruments Inc. and the Corporate Governance Guidelines accompanying the Notice (which are annexed hereto as Exhibit A); and

4. WHEREAS, Plaintiffs have confirmed that they consent to these changes,

NOW THEREFORE IT IS HEREBY ORDERED that i) Defendants' proposed changes are approved and ii) all references to the Notice and Corporate Governance Guidelines in settlement documents previously submitted to the Court shall be deemed to refer to the Notice and Corporate Governance Guidelines approved pursuant to this Order.

Dated: January 31, 2008

By Order of the District Court:


Colleen McMahon, U.S.D.J.